

Michael H. Steinberg (SBN 134179)
(steinbergm@sullcrom.com)

SULLIVAN & CROMWELL LLP
1888 Century Park East
Los Angeles, California 90067
Telephone: (310) 712-6600
Facsimile: (310) 712-8800

Brendan P. Cullen (SBN 194057)
(cullenb@sullcrom.com)

Scott C. Hall (SBN 232492)
(halls@sullcrom.com)
SULLIVAN & CROMWELL LLP
1870 Embarcadero Road
Palo Alto, California 94303
Telephone: (650) 461-5600
Facsimile: (650) 461-5700

Attorneys for Defendants VERIFONE HOLDINGS, INC.,
DOUGLAS G. BERGERON, and BARRY ZWARENSTEIN

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

IN RE VERIFONE HOLDINGS, INC.
SECURITIES LITIGATION

) Master File No.

) C 07-6140 MHP

) **CLASS ACTION**

This Document Relates To: All Actions

) **DECLARATION OF BRENDAN P.
) CULLEN IN SUPPORT OF
) DEFENDANTS VERIFONE HOLDINGS,
) INC., DOUGLAS G. BERGERON AND
) BARRY ZWARENSTEIN'S
) ADMINISTRATIVE MOTION TO
) CONSIDER WHETHER CASES
) SHOULD BE RELATED PURSUANT TO
) CIVIL LOCAL RULE 3-12**

) Judge: The Hon. Marilyn H. Patel
) Courtroom: 15

I, BRENDAN P. CULLEN, declare as follows:

1. I am an attorney duly licensed by the State of California and am admitted to practice before this court. I am a partner at Sullivan & Cromwell LLP, and am responsible for the representation of Defendants VeriFone Holdings, Inc., Douglas G. Bergeron, and Barry Zwarenstein in the instant action, and Defendants Douglas G. Bergeron, Barry Zwarenstein, James C. Castle, Leslie G. Denend, Alex W. (Pete) Hart, Robert B. Henske, Eitan Raff, Charles R. Rinehart, Collin E. Roche, and Craig A. Bondy and Nominal Defendant VeriFone Holdings, Inc. in *King v. Bergeron et al.*, Case No. C 07-6347 PVT.

2. I provide this declaration in support of the Defendants' Administrative Motion to Consider Whether Cases Should be Related Pursuant to Civil Local Rule 3-12.

3. In my declaration filed on January 25, 2008 in support of the Administrative Motion to Consider Whether Cases Should be Related Pursuant to Civil Local Rule 3-12 (Docket No. 11; exhibits filed at Docket No. 13), I attached all nine of the complaints filed in what is now *In re VeriFone Holdings, Inc. Securities Litigation*. To avoid burdening the Court with a bulky and duplicative filing, I have not again attached all of those complaints to this declaration and incorporate that declaration and its exhibits by reference herein.

4. Attached hereto as Exhibit A is a true and correct copy of a complaint captioned *King v. Bergeron et al.*, Case No. C 07-6347 PVT filed on December 14, 2007 and assigned to the Honorable Patricia V. Trumbull.

5. A stipulation by all parties pursuant to Civil Local Rule 7-11(a) was not obtained due to the difficulty of obtaining stipulations from the large and changing number of parties in *In re VeriFone Holdings, Inc. Securities Litigation*. I have contacted counsel for Plaintiff in *King v. Bergeron et al.*, who does not oppose this motion.

I declare under penalty of perjury that the foregoing is true and correct. Executed this February 14, 2008 in Palo Alto, California.

/s/ Brendan P. Cullen
Brendan P. Cullen